

**EXHIBIT B**

**Articles of Organization**

**and**

**Certificate of Authority to Transact Business**

**ARTICLES OF ORGANIZATION**

Form 400 Revised October 1, 2002

Filing fee: \$50.00

Deliver to: Colorado Secretary of State

Business Division,

1560 Broadway, Suite 200

Denver, CO 80202-5169

This document must be typed or machine printed

Copies of filed documents may be obtained at [www.sos.state.co.us](http://www.sos.state.co.us)

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\$ 50.00

SECRETARY OF STATE

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ABOVE SPACE FOR OFFICE USE ONLY

Pursuant to § 7-80-203 and part 3 of article 90 of title 7, Colorado Revised Statutes (C.R.S.), these Articles of Organization are delivered to the Colorado Secretary of State for filing.

1. The name of the limited liability company is: Volume Telecom, LLC

*The name of a limited liability company must contain the term "limited liability company", "ltd. liability company", "limited liability co.", or "ltd. liability co." or the abbreviation "LLC" or "LLC." §7-90-601(3)(c), C.R.S.*

2. *If known*, The principal place of business of the limited liability company is: 4078 Enchantra Circle, Castle Rock, CO 80104

3. The name, and the business address, of the registered agent for service of process on the limited liability company are: Name Whitney Traylor; Business Address 2514 Washington Street, Denver, CO 80205  
(must be a street or other physical address in Colorado)

*If mail is undeliverable to this address,*  
ALSO include a post office box address: 700 N. Colorado Blvd., #341, Denver, CO 80206

4. a. *If the management of the limited liability company is vested in managers, mark the box*  
☒ "The management of the limited liability company is vested in managers rather than members."

The name(s) and business address(es) of the initial manager(s) is(are):

Name(s) Brian Timmons Business Address(es) 4078 Enchantra Circle, Castle Rock, CO 80104

OR

☐ b. *If management of the limited liability company is not vested in managers rather than members,*

The name(s) and business address(es) of the initial member(s) is(are):

Name(s) \_\_\_\_\_ Business Address(es) \_\_\_\_\_

5. The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: Whitney Traylor, 700 N. Colorado Blvd., #341, Denver, CO 80206

*Causing a document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed or the act and deed of the entity on whose behalf the individual is causing the document to be delivered for filing and that the facts stated in the document are true.*



CHANGE OF  
R.O.R.A.

AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
OF

VOLUME TELECOM, LLC

20041056689 C  
\$ 60.00  
SECRETARY OF STATE  
02-17-2004 13:31:55

2003 1386129  
Pursuant to the Colorado Limited Liability Company Act, Volume Telecom, LLC, a Colorado limited liability company, hereby amends and restates in their entirety its articles of organization. These amended and restated articles of incorporation (1) correctly set forth the provisions of the articles of organization, as amended, (2) have been duly adopted as required by law, and (3) supersede the original articles of organization and all amendments thereto.

The undersigned person acting as an Organizer of a limited liability company under the Colorado Limited Liability Company Act adopts the following Amended and Restated Articles of Organization.

I. NAME

The name of the limited liability company is Volume Telecom, LLC

II. DURATION

The period of duration is perpetual from the date of filing of these Articles of Organization with the Colorado Secretary of State, unless the company is sooner dissolved or is continued in accordance with the company's Operating Agreement.

III. PURPOSE

The Company is organized for any legal and lawful purpose pursuant to the Colorado Limited Liability Company Act, including provision of telecommunications related services.

IV. PRINCIPAL PLACE OF BUSINESS

The Company's principal place of business is 5601 S. Broadway, Suite 401, Littleton, Colorado 80121.

V. REGISTERED OFFICE AND AGENT

The registered agent shall be Brian Timmons, whose address is 5601 S. Broadway, Suite 401, Littleton, Colorado 80121. Consent to Appointment of the registered agent is included with these Articles of Organization.

VI. MANAGEMENT

The management of the Company is vested in managers rather than members. The Company will be managed by at least two member (the "Members") (who will be the Managers) whose business address will be the same as the company's principal place of business in Colorado. The

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actual number of managers shall be determined in accordance with the terms of the Operating Agreement. The Members who will serve as Managers are Jason McKesson and Brian Timmons whose addresses are 5601 S. Broadway, Suite 401, Littleton, Colorado 80121.

#### VII. CAPITALIZATION

The capital contributions of the members shall have a stated value of \$1000 and may be comprised of cash, property, intellectual property or services rendered, or a promissory note or other obligation to contribute cash or property or intellectual property or to perform services. Additional capital contributions may be received in such amounts and at such times as may be determined by the members.

#### VIII. CLASSES OF MEMBERS

The members of the company may provide in the Operating Agreement for multiple classes of members of the company.

#### IX. TRANSFER OF INTEREST

Except as provided herein or in the Operating Agreement adopted by the members, a member's interest in the company may not be transferred to any third party.

#### X. ADMISSION OF ADDITIONAL/ SUBSTITUTE MEMBERS

New owners who take their interest directly from the company will be admitted as members. Entities which take their interest in the company by transfer, assignment, inheritance, or operation of law will be admitted as members only in accordance with the terms of the Operating Agreement in effect at the time the entity acquires its interest in the Company.

#### XI. WITHDRAWAL

Withdrawal of a member will be solely in accordance with the terms of the Operating Agreement in effect at the time of the withdrawal and shall be subject to the limitations of the Colorado Limited Liability Company Act.

#### XII. CONTINUITY

The remaining members of the company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which would terminate the continued membership of any member in the company in accordance with the Colorado Limited Liability Company Act. The Operating Agreement shall specify the requirements for continuing the business after such an event.

### XIII. OPERATING AGREEMENT

The Operating Agreement for the company will be executed by each of the members of the company and will set forth all provisions necessary for the company to conduct its business to the extent that such provisions are not inconsistent with law or these Articles of Organization. New or substitute members shall be deemed to have accepted the Operating Agreement upon their admission as members.

### XIV. AMENDMENT OF ARTICLES

The company's Articles of Organization may be amended by the members in accordance with the terms of the Operating Agreement.

### ORGANIZER

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is Brian D. Meegan, 425 S. Cherry Street, Suite 300, Denver, Colorado 80246.

Dated

2/12/04

  
Brian D. Meegan, Organizer

### CONSENT TO APPOINTMENT AS REGISTERED AGENT

I, Brian Timmons, accept appointment as registered agent for Volume Telecom, LLC and state that I am familiar with the duties of agent.

  
Brian Timmons

Form **LLC-45.5**

December 2003

Jesse White  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 351, Howlett Building  
Springfield, IL 62756  
<http://cyberdriveillinois.com>

Payment must be made by certified  
check, cashier's check, Illinois  
attorney's C.P.A.'s check or money or-  
der, payable to "Secretary of State."

**Illinois**  
**Limited Liability Company Act**

**Application for Admission to Transact Business**

**Submit in Duplicate**

Must be typewritten

This space for use by Secretary of State

Date 09/20/2004  
Assigned File # 0129-7724  
Filing Fee \$500  
Penalty \$  
Approved: [Signature] \$

This space for use by  
Secretary of State**FILED****SEP 20 2004****JESSE WHITE**  
**SECRETARY OF STATE**

1. Limited Liability Company name: VOLUME TELECOM, LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
2. The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
3. Jurisdiction of Organization: Colorado
4. Date of Organization: December 5, 2003
5. Period of Duration: perpetual
6. The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):  
(See #14 on back)  
5601 South Broadway, Suite 401  
(Number) (Street) (Suite)  
Littleton, CO 80121  
(City/State) (ZIP Code) (County)
7. Registered agent: Corporation Service Company  
(First Name) (Middle Name) (Last Name)  
Registered Office: 422 North Northwest Highway  
(Number) (Street) (Suite #)  
(P.O. Box or c/o Park Ridge, COX Illinois 60068  
are unacceptable) (City) (County) (ZIP Code)
8. The date on which this foreign LLC first did business in Illinois: upon registration

**LLC-45.5**

9. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).

To provide telecommunication services

10. The limited liability company is managed by:

☒ manager(s)

☐ vested in member(s)

11. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.

12. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.

13. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.

14. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated August 11, 2004  
(Month/Day) (Year)

B. Timmons

(Signature)

(Signature must comply with Section 5-45 of ILLCA)

Brian Timmons

(Type or print name and title)

Volume Telecom LLC Manager

\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)